

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) **Hearing Date: June 29, 2009 at 10:30 a.m.**
) **Objection Deadline: June 18, 2009 at 4:00 p.m.**

**Related to Doc. Nos. 14584, 14585, 19742, 19743,
20738, 21071, 21829, 21858**

**RENEWED MOTION OF DEBTORS FOR ENTRY OF AN
ORDER AUTHORIZING THE SETTLEMENT OF ASBESTOS PROPERTY
DAMAGE CLAIMS FILED BY MACERICH FRESNO LIMITED PARTNERSHIP**

1. On October 14, 2008, the Court entered a Memorandum Opinion (Docket No. 19742) granting summary judgment in favor of Debtors and disallowing and expunging the asbestos property damage claim filed by Macerich Fresno Limited Partnership ("Macerich") in these proceedings.

2. On or about November 3, 2008, Macerich filed a timely notice of appeal from the Court's Memorandum Order.

3. During the appeal process, Debtors negotiated a Settlement Agreement with Macerich which will settle Macerich's asbestos property damage claim on the terms and conditions set forth in the Settlement Agreement. A copy of the Settlement Agreement is attached as **Exhibit A**.

4. Debtors and Macerich negotiated in good faith to reach the Settlement Agreement and submit that it is in the best interest of the estate for the Court to approve the Settlement Agreement in an order substantially in the form of the Order attached hereto as

Exhibit B.

5. On May 19, 2009, the District Court for the District of Delaware entered an order remanding Macerich's appeal to this Court for consideration of the Settlement Agreement.

6. On May 26, 2009, the Court entered an Order Setting Hearing or Status Conference with Respect to Settlement with Macerich Fresno Limited Partnership (Docket No. 21858), directing the parties to submit this renewed motion to approve the Settlement Agreement on or before June 5, 2009.

7. For the reasons stated and pursuant to the authority cited in Debtors' prior Motions for Entry of An Order Authorizing the Settlement of an Asbestos Property Damage Claim,¹ which motions are incorporated by reference, Debtors request that the Court:

(i) reinstate Macerich's asbestos property damage claim (Claim No. 12758) solely for purposes of approval of the Settlement Agreement; and (ii) approve the Settlement Agreement as in the best interests of the estates.

¹ Samples of Debtors' prior Motions for Entry of An Order Authorizing the Settlement of an Asbestos Property Damage Claim that have been filed with the Court are located at Docket Nos. 16270 and 17116.

Dated: June 2, 2009

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